

**Governmental Health Group of Rhode Island Minutes**  
**Special Meeting of the Board of Directors**  
**Wednesday, April 9, 2009**

A special meeting of the Board of Directors was held on Thursday, April 9, 2009, at 1:00 p.m. at East Providence City Hall, 145 Taunton Avenue, Room 306 (third floor), East Providence, RI 02914.

**Roll Call:**  
**Board of Directors**

Jane F. Correia	Bristol Warren RSD	Present
Lynne S. Dible	Town of Middletown	Present
Ned Draper	North Kingstown Schools	Excused
Dina Dutremble	Woonsocket Educ. Dept.	Excused
Douglas Fiore	Tiverton Schools	Excused
David Krugman	Town of Richmond	Excused
Nancy Lalli	City of Newport	Excused
Steven Lindberg	N. Smithfield Schools	Present
John Mainville	Town of Burrillville	Present
James McDonald	City of East Providence	Present
Robert Mushen	Town of Little Compton	Excused
Randy Rossi	Town of Smithfield	Present
Christine Tague	Town of Portsmouth	Present
Giovanna Venditti	Central Falls Schools	Present

**Alternate Board Members**

Richard Brown	City of East Providence	Excused
Lisa Cournoyer	Smithfield Schools	Excused
John Day	Town of Bristol	Excused
Harold "Ron" Devine	Little Compton Schools	Present
Michael E. Embury	Town of North Kingstown	Present
David P. Faucher	Portsmouth Schools	Present
Frances Gallo	Central Falls Schools	Excused
James Goncalo	Town of Tiverton	Excused
Robin Kimatian	Burrillville Schools	Excused
Laura Kenyon	Town of Hopkinton	Excused
Kathleen Lombardo	Woonsocket Educ. Dept.	Excused
Catherine McLeish	Middletown Schools	Excused
JoAnne Santos	Town of Charlestown	Present
Michael Saunders	Newport Schools	Excused
Irene Sripsack	N. Smithfield Schools	Excused
Cheryl Silva	Town of Warren	Excused
Vacant	Town of North Smithfield	

### **Others Present**

Shawn J. Brown	Treasurer	Present
Maureen Maurer	Secretary	Present
Stephen Zubiago	Nixon Peabody	Present
Kevin Walsh	GBS Insurance Agency	Present

### **Call to Order**

President Faucher called the meeting to order at 1:00 p.m. Secretary Maurer reported that a quorum was present, with 10 of the 14 voting members in attendance.

### **Agenda**

#### **Commitment to Merge with RI Interlocal Trust: Strategic Decision**

S. Zubiago, legal counsel to GHGRI, answered questions from Board members regarding the document, “Resolution of the Governmental Health Group of Rhode Island, Inc. (GHGRI) Regarding a Proposed Merger with the Rhode Island Interlocal Risk Management Trust, Inc.” S. Zubiago assured the group that signing the resolution would not committ GHGRI to merge, but it would demonstrate a sign of good faith to the Trust that the group is serious about exploring all aspects of a merger.

(JoAnne Santos entered at 1:05 p.m.)

K. Walsh of GBS Insurance Agency was asked if he would consider providing treasury and administrative services to the GHGRI. He declined, stating that it would not be appropriate for his Agency to assume the duties of the Treasurer and/or the President.

Several members related their positive experience with the Trust in other municipal or school district related matters. S. Zubiago offered to add a new section (Section Five) to the Resolution that would clarify GHGRI’s obligations to pursue the merger: “This Resolution is a statement of intent only, as a merger will not be consummated until completion of financial and legal due diligence, approvals as required by Rhode Island law, adoption of an Agreement and Plan of Merger and execution of other legally binding documents.”

A motion was made by S. Lindberg, seconded by J. Mainville, to approve amending the Resolution with the addition of Section Five as stated above. The motion passed unanimously.

A motion was made by S. Lindberg, seconded by M. Embury, to give D. Faucher the authority to sign and return the Resolution as amended to the Trust. The motion passed with a split vote, 9 to 2: J. Correia, J. Mainville, G. Venditti, J. Santos, J. McDonald, L. Dible, M. Embury, S. Lindberg, and C. Tague voted in favor, and R. Rossi and H. Devine voted against the motion.

There was discussion about the need for GHGRI board members to form a joint committee with members of the Trust to explore different options in merging with the Trust. There was a motion by R. Rossi, seconded by J. Mainville, to disband the sub-committee originally appointed at the February 2, 2009 meeting who were charged with exploring possibilities in merging with the Trust. The motion was approved unanimously.

(S. Lindberg left at 2:10 p.m.)

There was a motion by M. Embury, seconded by R. Rossi, to form two committees: one would combine board members of the GHGRI and board members of the Trust to form as a joint committee to explore options in merging with the Trust, and the second committee to explore, in the spirit of due diligence, other options besides the merger so that the group would be able to compare alternatives to the merger. The motion passed with a split vote, 7 to 3: J. Correia, G. Venditti, J. Santos, M. Embury, H. Devine, C. Tague and R. Rossi voted in favor, and J. Mainville, L. Dible and J. McDonald voted against the motion.

Volunteers for the merger committee are D. Faucher, S. Brown, J. Santos, J. Correia, G. Venditti, and C. Tague. R. Rossi volunteered to serve on the committee charged with informally exploring alternatives to the merger with the Trust, such as hiring a full-time Executive Director, or contracting a CPA firm for the treasurer's duties. He asked that D. Faucher and S. Brown provide him with a list of their various duties and time required.

### **Adjournment**

A motion to adjourn at 2:35 p.m. was made by J. Correia, seconded by J. McDonald. The motion was approved unanimously.

The next regular meeting will be held on Wednesday, April 22, 2009, at 9:30 a.m. at The Rhode Island Interlocal Risk Management Trust, 501 Wampanoag Trail, Suite 301, East Providence, RI 02915.

Respectfully submitted,

Maureen D. Maurer, Secretary